

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

JODY GLIDDEN, et al.,

No. C 04-04913 CRB

Plaintiffs,

ORDER

v.

SKILLSOFT PLC, et al.,

Defendants.

Now pending before the Court is defendants' motion to dismiss certain claims of the Second Amended Complaint and to strike the demand for "benefit of the bargain damages."

The Court rules as follows:

1. Defendants' motion to dismiss the claims of Trish Glidden is GRANTED with prejudice as it is unopposed.

2. Defendants' motion to dismiss the "induce to hold" claims is DENIED. Plaintiffs' allegations satisfy Small v. Fritz for pleading purposes, and the Court is not persuaded that the allegations of the First Amended Complaint and Second Amended Complaint are so inconsistent that the Court should not consider the latter allegations.

3. Defendants' motion to strike the demand for "benefit of the bargain" damages based on a fiduciary relationship is GRANTED as to defendant SkillSoft. It is also GRANTED as to the individual defendants to the extent plaintiffs seek such damages for any

1 conduct that occurred before plaintiffs became shareholders. It is denied in all other respects.
2 As the individual defendants owed a fiduciary duty to their shareholders, the Court cannot
3 conclude as a matter of law that defendants did not owe plaintiffs a fiduciary duty after
4 plaintiffs became shareholders.

5 **IT IS SO ORDERED.**

6
7 Dated: January 20, 2006



CHARLES R. BREYER
UNITED STATES DISTRICT JUDGE

United States District Court

For the Northern District of California